

(Department of Corporations Use Only)

DEPARTMENT OF CORPORATIONS FILE NO., if any:

Fee paid \$ _____

Receipt No. _____

Insert File number(s) of Previous Filings
Before the Department, if any.

FEE: \$25.00 \$35.00 \$50.00 \$150.00 \$300.00

(Circle the appropriate amount of fee.)

See Corporations Code Section 25608(c))

COMMISSIONER OF CORPORATIONS

STATE OF CALIFORNIA

NOTICE OF TRANSACTION PURSUANT TO CORPORATIONS CODE SECTION 25102(f)

A. Check one : Transaction under () Section 25102(f) () Rule 260.103.

1. Name of Issuer: _____

2. Address of Issuer: _____
Street City State ZIP

Mailing Address: _____
Street City State ZIP

3. Area Code and Telephone Number: _____

4. Issuer's state (or other jurisdiction) of incorporation or
organization: _____

5. Title of class or classes of securities sold in transaction: _____

6. The value of the securities sold or proposed to be sold in the
transaction, determined in accordance with Corporations Code Sec. 25608(g)
in connection with the fee required upon filing this notice, is (fee based
on amount shown in line (iii) under Total Offering"):

Offering		California	Total
(a) (i) in money	\$	_____	\$ _____
(ii) in consideration other than money	\$	_____	\$ _____
(iii) total of (i) and (ii)	\$	_____	\$ _____

(b) () Change in rights, preferences, privileges or restrictions of or on
outstanding securities. (\$25.00 fee.) (See Rule 260.103.)

7. Type of filing under Securities Act of 1933, if applicable: _____

8. Date of Notice : _____
Issuer

() Check if issuer already has a
consent to service of process
on file with the Commissioner.

Authorized Signature on behalf of Issuer

Print name and title of signatory

Name, Address and Phone number of contact person:

COMMISSIONER OF CORPORATIONS
STATE OF CALIFORNIA
NOTICE OF TRANSACTION PURSUANT TO
CORPORATIONS CODE SECTION 25102(f)
INSTRUCTIONS

1. This Notice is to provide information on transactions conducted under the Section 25102(f) exemption from the qualification requirements of Section 25110 of the Corporate Securities Law of 1968 and under the Rule 260.103 exemption from the qualification requirements of Section 25120 of that Law.

The form is not designed to indicate whether or not the transaction complies with the requirements of those exemptions but only to provide notice to the commissioner that the exemption is being relied on.

2. When to File Notice. The Notice must be filed with, or mailed to, the Commissioner within 15 calendar days after the first sale of a security in the transaction in this state, or, if the issuer has failed to file a notice, within 15 business days after demand by the Commissioner. The first sale in this state occurs when the issuer has obtained a contractual commitment in this state to purchase one or more of the securities the issuer intends to sell in connection with the transaction. No notice is required if none of the securities offered are purchased in this state. No subsequent notices are required for sales in connection with the same transaction. The information required by the form is to relate to the entire transaction, not just the first sale or sales in this state.

3. The Notice may be filed in person or by mail at any office of the Department. The Heading. If the issuer has previously qualified securities with the Department, insert the file number of the qualification in the upper right hand corner of the form in the space provided. Circle the appropriate fee for filing this Notice. The fee is based on the value of all securities sold or intended to be sold in the entire transaction as follows (see Item 6 for valuing securities):

<u>Value of Securities</u>	<u>Filing Fee</u>
\$ 25,000 or less	\$ 25
\$ 25,001 - \$100,000	\$ 35
\$100,001 - \$500,000	\$ 50
\$500,001 - \$1,000,000	\$150
Over \$1,000,000	\$300

Item A. Check appropriate box for exemption being relied on.

Item 1. Give the issuer's legal name.

Item 2. Give the street address, and the mailing address if different, of the issuer's principal place of business.

Item 3. Give the telephone number of issuer's principal place of business.

Item 4. Give the name of the state or other jurisdiction under whose laws the issuer is incorporated or organized. If the issuer is not incorporated or organized under the laws of any jurisdiction, provide the name of the jurisdiction where issuer is domiciled and include parenthetical "(domicile)."

Item 5. Set forth the name or title of each class or type of security to be sold in the transaction.

Item 6. See Corp. Code Sec. 25608(g). Generally, the value of the securities shall be the price at which the issuer proposes to sell the securities, as alleged in the notice, or the actual value of the consideration (if other than money) to be received in exchange for the securities. See Sec. 25608(g) for valuing voting trust certificates, warrants, rights, and share dividends.

Item 7. If the transaction was registered under the Securities Act of 1933, insert "registered." If conducted pursuant to an exemption from registration under that Act which requires a filing with the Securities and Exchange Commission, indicate the number of the rule pursuant to which such filing was made. If no such filing was required, insert none."

Item 8. Date and Signature. The notice should be signed by an authorized officer, director, general partner or trustee of the issuer (or a person occupying a position with the issuer of equivalent responsibility) or by the authorized attorney of the issuer. If the person the Department is to contact in the event of questions concerning the transaction or the notice is different than the signer, insert the contact person's name, telephone number and correspondence address in the spaces provided. Otherwise, provide this information with respect to the signer.

Filing Fee. Each notice, whether under Section 25102(f) or Rule 260.103, must be accompanied by the filing fee required by Section 25608(c) of the Code. Corporations Code Section 25165 requires each issuer, other than a California corporation, to file a consent to service of process with the notice filed pursuant to Section 25102(f) unless it already has a consent to service on file with the Commissioner. Use Form 260.165 (see Rule 260.165, Title 10, California Code of Regulations).